



SAIGON BEER - ALCOHOL - BEVERAGE CORPORATION

WORKING REGULATION ANNUAL GENERAL MEETING OF SHAREHOLDERS 2023

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Charter of Saigon Beer – Alcohol – Beverage Corporation (SABECO);

In order to ensure the success of SABECO's Annual General Meeting of Shareholders in 2023, the Board of Directors ("BOD") has set up the following regulations, principles of working, conducting, and voting in the Annual General Meeting of Shareholders:

I. OBJECTIVES:

This Regulation was established to ensure the order and principles of conducting and voting at the Annual General Meeting of Shareholders ("AGM") of SABECO in 2023.

All shareholders, the representatives (the authorized persons) and invited guests shall abide by current laws, SABECO Charter, and this Regulation.

II. CONTENT OF THE REGULATION:

1. Conditions for convening the AGM:

- a. AGM shall be held when it is attended by a number of shareholders/authorized persons representing more than 50% of voting shares.
- b. If the first meeting fails to meet the conditions prescribed in Section II, Clause 1, Point a, the second meeting invitation shall be sent within thirty (30) days from the proposed date of the first meeting. The AGM shall be held when it is attended by a number of shareholders/authorized persons representing at least 33% of voting shares.
- c. If the second meeting fails to meet the conditions prescribed in Section II, Clause 1, Point b, the third meeting invitation shall be sent within twenty (20) days from the proposed date of the second meeting, and in this case, the AGM shall be held regardless of the number of shareholders or authorized persons attending and considered to be valid and have the power to make decision on all issues to be approved at the first AGM meeting.

2. Condition for shareholders to attend the AGM:

The shareholders of SABECO as of **March 27, 2023** are eligible to attend the AGM; shareholders can directly attend or authorize representatives to attend. **If more than one authorized representatives are appointed, the number of shares and the number of votes for each representative must be specified.**

3. AGM Guests:

- Including managers of SABECO, advisors, guests, members of the AGM Organization Committee who are not shareholders of the Company but invited to attend the AGM.
- Guests shall not speak at the AGM (unless invited by the Chairperson of AGM or registered in advance with the AGM Organization Committee).

4. Shareholders/authorized persons and guests attending AGM must comply with the following provisions:

- Be punctual, polite, comply with security and medical checks, bring personal documents, etc., as requested by the AGM Organization Committee.
- Shareholders/authorized persons shall register and receive AGM documents at the

reception.

- Shareholders/authorized persons coming late shall register immediately and then have the right to participate and vote at the meeting. The Chairperson does not have the responsibility to suspend AGM for the late arrival of shareholders/authorized persons. The voting results before the attendance of such shareholders/authorized persons will not be affected.
- The authorized person shall not authorize another person to attend the AGM.
- Keep the phone in vibrate mode or turn off the phone, leave the room for conversations if necessary.
- No smoking in the meeting room.
- Comply with regulations of the AGM Organization Committee and Chairperson.
- In case shareholders/authorized persons do not comply with the above rules and regulations, the Chairperson, after careful consideration, may expel the above shareholders/authorized persons from AGM to ensure that the meeting is in order.

5. Chairperson of AGM:

- The Chairman of the Board shall act as the Chairperson of AGM or authorize another member of the Board to be the Chairperson of AGM. In case the Chairman is absent or temporarily incapable of working, the remaining members shall elect one of the members of the Board to act as the Chairperson of AGM. In case no person can be the Chairperson, the member of the Board with the highest position shall control AGM to elect the Chairperson of AGM among participants and the person with the highest number of votes shall act as the Chairperson of AGM.
- Rights and obligations of the Chairperson:
 - ✓ The Chairperson shall decide the order, procedures, and events arising out of the AGM agenda in accordance with the Law and SABECO Charter.
 - ✓ Instruct shareholders and AGM to discuss on the agenda items and conclude the necessary issues for AGM to vote upon.
 - ✓ Respond or appoint relevant persons to respond to issues/questions raised by shareholders and resolve issues arising at AGM.
 - ✓ Other rights and obligations as stipulated in SABECO Charter.

6. Secretaries of AGM:

- AGM Secretaries shall be appointed by the Chairperson.
- Rights and obligations of AGM Secretaries:
 - ✓ Carry out tasks as assigned by the Chairperson.
 - ✓ Receive shareholders' queries and/or written opinions.
 - ✓ Record and reflect true and accurate contents of AGM in the Meeting Minutes and AGM Resolution.

7. Shareholders' Eligibility Verification Committee

- Shareholders' Eligibility Verification Committee elected by AGM Organization Committee.
- Rights and obligations of Shareholders' Eligibility Verification Committee:
 - ✓ Shareholders' Eligibility Verification Committee is responsible for receiving and checking the documents on eligibility of shareholders attending AGM.
 - ✓ Report the verification results of shareholders' eligibility at AGM.
 - ✓ In case the attendees fail to prove their eligibility for shareholders attending AGM, the Shareholders' Eligibility Verification Committee shall have the right to refuse to provide Voting Ballots and AGM documents.

8. Vote Counting Committee:

- The Vote Counting Committee is nominated by the Chairperson and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee may be employees of SABECO, shareholders and/or consulting agency of AGM. Members of the Vote Counting Committee cannot concurrently be the Chairperson or Secretary of AGM.
- The Vote Counting Committee has the following tasks:
 - ✓ Check the content, form, and number of voting ballots and voting cards.
 - ✓ Disseminate principles, rules, guidelines on voting method.
 - ✓ Inspect and supervise the voting of shareholders and authorized representatives.
 - ✓ Organize the counting of votes and prepare the minutes of vote counting.
 - ✓ Announce the results of the vote counting in an honest and accurate manner and take responsibility for the vote counting results at AGM.

9. Speaking at AGM:

- Shareholders who wish to speak must have the consent of the Chairperson of AGM. Shareholders shall make brief speeches and focus on the key contents to be discussed, in accordance with the agenda contents approved by the AGM or send written opinions to the Secretaries of AGM to report to the Chairperson.
- The Chairperson of AGM will arrange for the shareholders to speak in the order of registration, at the same time answer questions at AGM or respond later in writing.

10. Rules of Voting at AGM:

a. General provisions on voting:

- ✓ Each share owned or represented has one vote.
- ✓ Each shareholder attending AGM will be provided by the AGM Organization Committee with the following: **01 Voting Card and 01 Voting Ballot** with the code of ownership and/or representative stamped with the Company's seal for voting of the contents under the AGM Agenda.

b. Method of voting, order of voting:

Any issues raised at AGM under the authority of the General Meeting of Shareholders shall be voted in the following order:

- ✓ Approve the content as proposed.
- ✓ Disapprove the content as proposed.
- ✓ Abstain the content as proposed.

At AGM, shareholder shall vote in one of the following forms:

- "Voting Card": Each shareholder/authorized person(s) is given one (01) Voting Card. When voting at AGM, the shareholders/authorized persons raise the Voting Card towards the Chairperson.
 - ✓ In the form of voting by raising Voting Card, the members of Vote Counting Committee shall mark the voting code and the corresponding number of votes of each shareholder on approval, disapproval, or abstain.
 - ✓ In case where a shareholder/authorized person(s) does not raise his/her vote in all three votes, it is considered that he/she voted for agreement with the issue.
 - ✓ In case where a shareholder/authorized person(s) raises his/her vote in all three votes or two of three votes, it is considered that he/she voted for disagreement with the issue.
- "Voting Ballot": Each shareholder/authorized person(s) is given one (01) Voting Ballot with three (03) kinds of voting: approve, disapprove, and abstain on each agenda. Shareholders/authorized persons may mark "X" or "✓" for the selected voting contents.

c. The validity of Voting Ballot:

- Valid Voting Ballot:
 - ✓ Follow the template issued by AGM Organization Committee and having Company stamp.
 - ✓ Not be erased nor changed in printed content. In case of there was any content that needs to be added, the order of such contents must follow the last content. The additional contents shall not be acceptable except for the contents required by AGM Organization Committee.
 - ✓ Must be signed and must have full name of shareholder/authorized person under the signature.
 - ✓ For voting contents: Choose one (1) out of three (03) voting boxes on Voting Ballot.
- Invalid Voting Ballot:
 - ✓ The Ballot which does not meet one of above conditions is invalid, except for the voting content that proved to be valid shall be counted and recognized.

d. Record the voting results:

- ✓ The Vote Counting Committee is responsible for recording, checking the number of votes on approval, disapproval, and abstain of each content adopted at AGM. At the same time, it is responsible for statistics and reporting results of vote counting at AGM.

e. Conditions for approval of Agenda:

- ✓ For decisions on the contents related to the class of shares, the total number of shares of each type; changing business lines; changing the organizational structure of SABECO; Investment projects or sales of assets valued at 35 % or more of the total value of assets recorded in SABECO's latest financial statements; reorganizing, dissolving SABECO; extension of SABECO' s activities, it shall be approved when having at least 65% of the total number of votes from all attending shareholders/authorized persons.
- ✓ For other issues, it should be approved when reaching more than 50% of the total number of votes from all attending shareholders/authorized persons.

11. Minutes and resolutions of the General Meeting of Shareholders:

- Contents of the Annual General Meeting of Shareholders 2023 must be recorded by the Secretaries in the Meeting Minutes of AGM.
- Meeting Minutes and AGM Resolution must be approved before the closing of the meeting and kept at SABECO office.

III. IMPLEMENTATION:

- All shareholders, representatives and guests attending the AGM are responsible for compliance with the provisions of this Regulation, current regulations, rules, and provisions of SABECO and relevant legal provisions, obey the decisions of the Chairperson, the AGM Organization Committee. In case of violation, the Chairman shall be entitled to handle and use measurements to restrict a person to speak, expel him/her from the AGM and/or take necessary legal actions in accordance with the law.
- The contents not specified in this Regulation shall be applied in accordance with Law on Enterprises 2020, SABECO Charter and related legal documents.

This Regulation takes effect immediately after being approved by the General Meeting of Shareholders.

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Ho Chi Minh City, April , 2023
ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

